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*Counsel for Red Bull North America, Inc.  
and Red Bull Distribution Company Inc.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION *et al.*,  
  
Debtors.<sup>1</sup>

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**RED BULL DISTRIBUTION COMPANY INC.'S REPLY TO DEBTORS'  
OBJECTION TO RED BULL'S 503(b)(9) CLAIM**

Red Bull Distribution Company Inc. ("Red Bull") through its undersigned counsel, requests that this Court deny the Debtors' Fifth Omnibus Objection to Proofs of Claim (Reclassification as General Unsecured Claims) Dkt. No. 5031 ("Objection"), as it relates to Red Bull's 503(b)(9) claim in the amount of \$21,794.39 ("503(b)(9) Claim"), and instead allow Red Bull's 503(b)(9) Claim in full. The grounds supporting this Reply are set forth in the following Memorandum of Points and Authorities.

**POINTS AND AUTHORITIES IN SUPPORT OF OBJECTION**

Red Bull timely filed its proof of claim, which appears on the Claim Register as Claim No. 11788. As part of Red Bull's 503(b)(9) Claim, Red Bull asserted that approximately 80 invoices reflected product delivered to the Debtors within the 20 days prior to the bankruptcy filing and, as a result, those invoices and the amounts set forth therein, have administrative expense priority pursuant to 11 U.S.C. 503(b)(9).

The Debtors' filed their bankruptcy petitions on October 15, 2018. As a result, the 20-day look-back period begins on September 24, 2018. During that 20-day window, Red Bull delivered products to the Debtors, which are reflected on the 503(b)(9) spreadsheet attached hereto as Exhibit "A". Column E to the 503(b)(9) spreadsheet reflects the delivery date for the Red Bull products. As shown in Column E, the amounts of the products delivered to the Debtors between September 24, 2018 and October 14, 2018, totaled \$21,794.39.

In the Debtors' Objection, the Debtors assert that the Red Bull's 503(b)(9) invoices relate to products delivered to the Debtors outside of the 20-day 503(b)(9) window. However, the Debtors provided no proof to support its assertion.

In response, Red Bull provided to the Debtors the 503(b)(9) spreadsheet in hopes that the Debtors would withdraw its Objection to Red Bull's 503(b)(9) Claim and support the allowance of Red Bull's 503(b)(9) Claim. To date, Red Bull has not heard back from the Debtors.

As such, Red Bull files this Reply and requests that the Court overrule the Debtors' Objection and allow Red Bull's 503(b)(9) Claim in the amount of \$21,794.39.

Dated: October 18, 2019

**PEPPER HAMILTON LLP**

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